

B1 (Official Form 1)(1/08)

<b>United States Bankruptcy Court</b> <b>District of Massachusetts</b>				<b>Voluntary Petition</b>	
Name of Debtor (if individual, enter Last, First, Middle): <b>GPX International Tire Corporation</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>04-2546439</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): <b>730 Eastern Avenue</b> <b>P.O. Box 70</b> <b>Malden, MA</b> <div style="text-align: right; margin-top: 5px;">                         ZIP Code  <b>02148</b> </div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;">                         ZIP Code                     </div>		
County of Residence or of the Principal Place of Business: <b>Middlesex</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">                         ZIP Code                     </div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">                         ZIP Code                     </div>		
Location of Principal Assets of Business Debtor (if different from street address above):					
<b>Type of Debtor</b> (Form of Organization) (Check one box)		<b>Nature of Business</b> (Check one box)		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)	
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <div style="margin-top: 10px;"> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding                     </div>	
<b>Filing Fee</b> (Check one box)		<b>Chapter 11 Debtors</b>			
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
<b>Statistical/Administrative Information</b> *** Harold B. Murphy, Esq. ~ BBO #362610 ***					THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					
<b>Estimated Number of Creditors</b>					
<input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
<b>Estimated Assets</b>					
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b>					
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): GPX International Tire Corporation	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: center;">                 _____                  (Name of landlord that obtained judgment)             </div>  <div style="text-align: center;">                 _____                  (Address of landlord)             </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

GPX International Tire Corporation

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X /s/ Harold B. Murphy, Esq. ~  
Signature of Attorney for Debtor(s)

Harold B. Murphy, Esq. ~ BBO #362610  
Printed Name of Attorney for Debtor(s)

Hanify & King

Firm Name

Professional Corporation  
One Beacon Street  
Boston, 02108

\_\_\_\_\_  
Address

(617) 423-0400 Fax: (617) 423-0498

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Craig Steinke  
Signature of Authorized Individual

Craig Steinke

\_\_\_\_\_  
Printed Name of Authorized Individual

President and Chief Executive Officer

\_\_\_\_\_  
Title of Authorized Individual

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
District of Massachusetts**

In re **GPX International Tire Corporation**

Debtor(s)

Case No.

Chapter

**11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>US Customs and Border Protection 301 E. OCEAN BLVD. STE 620 Long Beach, CA 90802</b>	<b>US Customs and Border Protection 301 E. OCEAN BLVD. STE 620 Long Beach, CA 90802 (562) 628-7900</b>			<b>5,662,973.00</b>
<b>TIANJIN UNITED TIRE AND RUBBER THE 3RD FLOOR, GATE 4 NANPU BUILDING PUKOU ROAD HEXI DISTRICT TIANJIN 300203, CHINA</b>	<b>TIANJIN UNITED TIRE AND RUBBER THE 3RD FLOOR, GATE 4 NANPU BUILDING PUKOU ROAD HEXI DISTRICT TIANJIN 300203, CHINA +86-22-23022731</b>			<b>1,756,303.70</b>
<b>AIRBOSS OF AMERICA CORP 101 GLASGOW STREET KITCHENER ONTARIO N2G4X8, CANADA</b>	<b>AIRBOSS OF AMERICA CORP 101 GLASGOW STREET KITCHENER ONTARIO N2G4X8, CANADA (519) 576-5565</b>			<b>1,411,748.82</b>
<b>HUAIAN LINGXING STEEL WHEEL MA INDUSTRY PARK/HUAIYIN DISTRICT HUAIAN CITY JIANGSU PROVINCE PR. 223300, CHINA</b>	<b>HUAIAN LINGXING STEEL WHEEL MA INDUSTRY PARK/HUAIYIN DISTRICT HUAIAN CITY JIANGSU PROVINCE PR. 223300, CHINA +86-517-4917861</b>			<b>278,354.54</b>
<b>SUTONG C.T.R INC. 4849 CRANSWICK RD HOUSTON, TX 77041</b>	<b>SUTONG C.T.R INC. 4849 CRANSWICK RD HOUSTON, TX 77041 (713) 690-5500</b>			<b>223,605.05</b>
<b>DURO TIRE CORPORATION P.O. BOX 116867 ATLANTA, GA 30368-6867</b>	<b>DURO TIRE CORPORATION P.O. BOX 116867 ATLANTA, GA 30368-6867 (770) 788-2060</b>			<b>222,768.14</b>
<b>DENMAN TIRE CORP. DEPT 190601 PO BOX 67000 DETROIT, MI 48267-1906</b>	<b>DENMAN TIRE CORP. DEPT 190601 PO BOX 67000 DETROIT, MI 48267-1906 (330) 673-4220</b>			<b>160,741.03</b>

B4 (Official Form 4) (12/07) - Cont.

In re **GPX International Tire Corporation**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
GUIZHOU TYRE I/E CORP.- ADVANCE 21/F 78 NORTH ZHONGHUA RD GUIYANG GUIZHOU P.R. 550001, CHINA	GUIZHOU TYRE I/E CORP.-ADVANCE 21/F 78 NORTH ZHONGHUA RD GUIYANG GUIZHOU P.R. 550001, CHINA +86-851-6837999			115,004.00
CHANGZHOU YANGS MOULD CO. LTD NIUTANG, WUJIN CHANGZHOU CITY JIANGSU PROVINCE, CHINA	CHANGZHOU YANGS MOULD CO. LTD NIUTANG, WUJIN CHANGZHOU CITY JIANGSU PROVINCE, CHINA +86-519-6351050			94,721.00
Handway (HK) Consolidation FLAT RM B 16/F WELLINGTON CTRE 97A WELLINGTON ST CENTRAL TIANJIN, CHINA	Handway (HK) Consolidation FLAT RM B 16/F WELLINGTON CTRE 97A WELLINGTON ST CENTRAL TIANJIN, CHINA +86-22-23338818 x 603			60,818.00
COIM USA INC. PO BPX 32375 HARTFORD, NJ 06150-2375	COIM USA INC. PO BPX 32375 HARTFORD, NJ 06150-2375 (856) 224-8566			48,239.52
CHEMTURA CORPORATION P.O. BOX 7247-8429 PHILADELPHIA, PA 19170- 8429	CHEMTURA CORPORATION P.O. BOX 7247-8429 PHILADELPHIA, PA 19170-8429 (203) 573-2583			45,760.32
JIANGSU CHANGZHOU WUJIN SUNAN BANK ACT NAME: HUANG XIAO FENG LUJIAXIANG NIUTANG TOWN CHANGZHOU JIANGSU 213168, CHINA	JIANGSU CHANGZHOU WUJIN SUNAN BANK ACT NAME: HUANG XIAO FENG LUJIAXIANG NIUTANG TOWN CHANGZHOU JIANGSU 213168, CHINA +86-519-6351109			37,082.00
QINGDAO SEAGIFT INTERNATIONAL 2 NEW YORK ROAD - FREE TRADE ZONE (SAILU QINGDAO QINGDAO 266555, CHINA	QINGDAO SEAGIFT INTERNATIONAL 2 NEW YORK ROAD - FREE TRADE ZONE (SAILU QINGDAO QINGDAO 266555, CHINA +86-532-86916330			35,403.25
EASTERN FIRE PROTECTION P.O. BOX 1390 AUBURN, ME 04210	EASTERN FIRE PROTECTION P.O. BOX 1390 AUBURN, ME 04210 (207) 784-1507			31,851.00
FEDEX NATIONAL LTL P.O. BOX 95001 LAKELAND, FL 33804-5001	FEDEX NATIONAL LTL P.O. BOX 95001 LAKELAND, FL 33804-5001 (800) 284-4544			31,649.33

B4 (Official Form 4) (12/07) - Cont.

In re **GPX International Tire Corporation**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>SUNBURST TRUCK LINES, INC.</b> P.O. BOX 3568 HOUSTON, TX 77253	<b>SUNBURST TRUCK LINES, INC.</b> P.O. BOX 3568 HOUSTON, TX 77253 (713) 672-1027			<b>29,354.00</b>
<b>K. W. RECEIVABLES</b> 8450 FM 1960 Bypass Road W Suite 200 Humble, TX 77338	<b>K. W. RECEIVABLES</b> 8450 FM 1960 Bypass Road W Suite 200 Humble, TX 77338 (281) 446-5444			<b>28,641.00</b>
<b>CARPENTER CO</b> PO BOX 75252 CHARLOTTE, NC 28275	<b>CARPENTER CO</b> PO BOX 75252 CHARLOTTE, NC 28275 (804) 359-0800			<b>28,603.27</b>
<b>OTR WHEEL ENGINEERING INC</b> 2518 PAYSHERE CIRCLE CHICAGO, IL 60674	<b>OTR WHEEL ENGINEERING INC</b> PO BOX 5811 Rome, GA 30162-5811 (800) 833-6309			<b>26,843.73</b>

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President and Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **October 26, 2009**

Signature **/s/ Craig Steinke**

**Craig Steinke**

**President and Chief Executive Officer**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**GPX INTERNATIONAL TIRE CORPORATION**

**Certification of Corporate Vote and Resolution  
Actions Taken by the Board of Directors**

A telephonic meeting of the Board of Directors of GPX International Tire Corporation (the "Corporation"), a Massachusetts corporation, was held on October 21, 2009 at 1:30 P.M. Directors Craig Steinke and Bryan Ganz attended the meeting personally, and directors Douglas Newhouse and William Macy attended the meeting telephonically. Also present were Mary O'Toole, general counsel and secretary, Jeffrey Lucas, Chief Financial Officer, Margaret Farrell of Hinckley, Allen & Snyder, LLP, Harold B. Murphy of Hanify & King, P.C., Michael Goldman and Jim Grien of TM Capital Corporation, Derek Flanagan of Argus Management Corporation and David Ganz the founder of the Corporation. The Secretary confirmed that the participants by telephone conference were able to hear and participate in the discussion and votes, and that a quorum was present.

During the course of the meeting upon motion duly made and seconded, the following resolutions were adopted:

**VOTED:** That the Corporation seek relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code");

**VOTED:** That Craig A. Steinke, the President of the Corporation (the "Authorized Officer"), be and hereby is authorized and directed to: (i) prepare and file on behalf of the Corporation a petition for relief under Chapter 11 of the Bankruptcy Code, (ii) execute on behalf of the Corporation such petition, schedules and statement as the Authorized Officer may deem necessary or appropriate in connection therewith, (iii) cause the Corporation to perform its functions and duties as a debtor in possession pursuant to the applicable provisions of the Bankruptcy Code, (iv) to take such steps on behalf of the Corporation as may be necessary and appropriate to the Corporation's reorganization effort (including, without limitation, the sale or other disposition of property other than in the ordinary course of business), (v) prepare and propose to creditors such plan as the Authorized Officer may deem to be

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feasible and in the best interests of the Corporation, (vi) file any pleadings appropriate or necessary for the Corporation to seek relief under any other chapter of the Bankruptcy Code, and (vii) execute such further documents and do such further acts as the Authorized Officer may deem necessary or appropriate with respect to the foregoing, including the delegation of such foregoing authority to other officers and employees of the Corporation; the execution of any document or the doing of any act by the Authorized Officer in connection with such proceedings to be conclusively presumed to be authorized by this Resolution;

**VOTED:** That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Corporation, as debtor in possession or otherwise, employ as its bankruptcy counsel the law firm of Hanify & King, Professional Corporation, One Beacon Street, 21st Floor, Boston, Massachusetts 02108 at its standard hourly rates, subject to any power of said Court to determine their reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officer is hereby authorized to enter into such agreements as may be necessary or appropriate to effect such retention; and

**VOTED:** That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Corporation, as debtor in possession or otherwise, employ as its special counsel to represent the Corporation in various current and/or future litigation, corporate, employment, construction, intellectual property, tax and real estate matters relating thereto, the law firm of Hinckley, Allen & Snyder LLP, 28 State Street, Boston, Massachusetts 02109, and that the Corporation compensate such counsel at its standard hourly rates, subject to any power of said Court to determine their reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officer is hereby authorized to enter into such agreements as may be necessary or appropriate to effect such retention; and

**VOTED:** That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Corporation, as debtor in possession or otherwise, employ as its special Canadian counsel to represent the Corporation in matters pertaining to Canadian law and/or before Canadian courts, the law firm of Torys LLP, 79 Wellington Street West, Suite 3000, Box 270, TD Centre, Toronto, Ontario, M5K 1N2 Canada, and that the Corporation compensate such counsel at its standard hourly rates, subject to any power of said Court to determine their reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officer is hereby authorized to enter into such agreements as may be necessary or appropriate to effect such retention;

**VOTED:** That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Corporation, as debtor in possession or

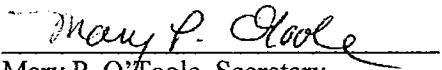
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otherwise, employ as its restructuring advisor, the firm of Argus Management, 15 Keith Hill Road, Suite 100, Grafton, Massachusetts 01519, and that the Corporation compensate Argus Management at its standard hourly rates, subject to any power of said Court to determine their reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officer is hereby authorized to enter into such agreements as may be necessary or appropriate to effect such retention; and

**VOTED:**

That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Corporation, as debtor in possession or otherwise, employ as its investment banker to assist the Corporation in one or more sale transactions, the firm of TM Capital, 100 Lowder Brook Drive, Suite 100, Westwood, MA 02090, and that the Corporation compensate such investment banker at its agreed rate, subject to any power of said Court to determine their reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officer is hereby authorized to enter into such agreements as may be necessary or appropriate to effect such retention.

  
Mary P. O'Toole, Secretary

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